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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

DPH HOLDINGS CORP, et al.,

Debtors.

Chapter 11
Case No. 05-44481 (RDD)
Jointly Administered

DELPHI AUTOMOTIVE SYSTEMS, LLC,

Plaintiff,

vs.

ROTOR COATERS INTERNATIONAL INC.,

Defendant.

Adv. Pro. No. 07-02767 (RDD)

**JOINDER IN SUR-REPLIES AND OPPOSITIONS TO REORGANIZED DEBTORS'
MOTION FOR LEAVE TO FILE AMENDED COMPLAINT**

Defendant Rotor Coaters International Inc. ("Rotor Coaters") for its Joinder In Sur-Replies And Oppositions To Reorganized Debtors Motion For Leave To File Amended Complaint, joins in and adopts the arguments raised by other defendants in opposition to Reorganized Debtors' Motion For Leave To File Amended Complaint, including specifically the following:

1. Affinia Group Holding, Inc.'s And Brake Parts Inc.'s Brief In Opposition To Reorganized Debtors' Motion For Leave To File Amended Complaints dated November 23, 2010 (Docket 20841).

2. Supplemental Authority In Support Of Affinia Group Holding Inc.'s And Brake Part Inc.'s Brief In Opposition To Reorganized Debtors' Motion For Leave To File Amended Complaints dated December 16, 2010 (Docket 21010).

3. MSX International, Inc.'s Brief In Opposition To Reorganized Debtor's Motion For Leave To File Amended Complaint dated November 23, 2010 (Docket 20857).

4. Sur-Reply of Johnson Controls, Johnson Controls Battery Group, And Johnson Controls, Inc. In Further Opposition To Plaintiff's Motion For Leave To File A First Amended Complaint dated June 13, 2011 (Docket 21312).

5. Methode Electronics, Inc.'s Sur-Reply In Support Of Its Objection To The Reorganized Debtors' Motion For Leave To File Complaint dated June 14, 2011 (Docket 21319).

6. Sur-Reply and Joinder of Victory Packaging LP In Further Support Of Its Opposition To The Reorganized Debtors' Motion For Leave To File Amended Complaints dated June 14, 2011 (Docket 21326).

7. Sur-Reply of the Timken Company And The Timken Corporation In Further Opposition To Reorganized Debtors' Motion For Leave To File Amended Complaints dated June 14, 2011 (Docket 21329).

In particular, Rotor Coaters joins in the arguments that Plaintiffs did not comply with this Court's order with respect to briefing the individualized issues raised by the various Defendants. Rotor Coaters specifically raised the issue that Plaintiffs had not adequately plead the requirements of 11 U.S.C. §547(b)(5) because Rotor Coaters was secured by right of setoff.

Plaintiffs did not respond to that argument and therefore have waived or forfeited any objection to Rotor Coaters' argument.

For the forgoing reasons, the Reorganized Debtors' motion for leave to file the amended complaint against Rotor Coaters should be denied.

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